

BYLAWS OF GEORGETOWN HOMEOWNERS ASSOCIATION

ARTICLE I

NAME OF ASSOCIATION

This Association shall be known as Georgetown Homeowners Association.

ARTICLE II

DEFINITIONS

SECTION 1. "Association" shall mean and refer to Georgetown Homeowners Association, its successors and assigns.

SECTION 2. "Properties" shall mean and refer to that certain real estate described in the Declaration of Covenants, Conditions, Restrictions, Reservations, Equitable Servitudes, Grants and Easements, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

SECTION 3. "Common Area" shall mean all real estate for the common use and enjoyment of the Owners.

SECTION 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

SECTION 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities have title to any Lot, which is apart of the Properties, excluding those having such interest merely as security for the performance of an obligation.

SECTION 6. "Declaration " shall collectively mean and refer to the Certificate of Dedication of the Georgetown Subdivision being a Subdivision of Part of the Southeast Quarter of Section 24, Township 35 North, Range 12 East of the Third Principal Meridian in Will County, Illinois, also being a Re-subdivision of a part of Lots 5 and 6 of Georgetown Square Subdivision.

SECTION 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

SECTION 8. "Board of Directors" shall mean and refer to those persons responsible for the management of all the affairs, business, and operation of the Association.

SECTION 9. "Officer" shall mean and refer to the Board of Directors' President, Vice-President, Secretary, Assistant Secretary, or Treasurer.

ARTICLE III

MEETING OF MEMBERS

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SECTION 1. General Members Meeting. The general members meetings of the Members of the Association shall be held each year as the board sees fit. The meetings will be held at the hour of 7:30 o'clock p.m. at the Frankfort Square Park District Building. The Board of Directors may change the place of meetings provided that any such change shall be stated in the notice and call of the general members meetings. The Secretary must mail written notice of all meetings to each Member of record at least five (5) days prior to such general members meetings. Notice of any general members meetings may be waived in writing by any Member's attendance at any such general members meetings. The Secretary must mail minutes of the general members meetings no later than two (2) weeks after the general members meeting date.

If the day fixed for the general members meetings shall be a legal holiday in the State of Illinois, such meeting shall be held at 7:30 o'clock p.m. on the next succeeding business day. If the appointment of directors shall not be held on the day designated herein for said Members meeting or any adjournment of such meeting, the Board of Directors shall cause the appointment to be held at a special meeting of the Members called pursuant to these Bylaws as soon thereafter as said meeting may conveniently be held. The order of the business at the annual meetings of Members shall be as follows:

1. Calling meeting to order.
2. Approval of minutes of previous general members meeting.
3. Reports of officers.
4. Reports of committees.
5. Such miscellaneous business as may come or be properly brought before the meeting.

SECTION 2. Special Meetings. Special meetings of Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or by a majority of the Board of Directors, and shall be called by the President upon the written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Association. Business transacted at all special meetings shall be confined to the objectives or purposes stated in the call; however, notice of any special meeting and consideration of business other than that stated in the call may be waived in writing by any Member and will be considered as waived by his or her attendance at any such special meeting. The Board of Directors may designate any place within the Village of Frankfort or Frankfort Square unless otherwise prescribed by statute, as the place of meeting for any special meeting of Members called by the Board of Directors. If no designation or place of meeting is made or if a special meeting is called by other than the Board of Directors, the place of meeting shall be at the Frankfort Square Park District Building.

SECTION 3. Notices of Meetings. Notice of general members or special meetings may be written or printed. Notice of any general members meeting shall be deemed satisfactorily given if delivered in person to any Member of record or if mailed to any such Member not less than five (5) days nor more than thirty (30) days preceding the date of any such general members meeting. Notice of special meetings shall be deemed satisfactorily given if delivered in person or mailed not less than five (5)

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days nor more than thirty (30) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in any United States Post Office with postage prepaid addressed to the Member's last known mailing address as it appears on the Association Member directory.

SECTION 4. Quorum. The presence at the meeting of Members entitled to cast at least one-tenth (1/10) of the total votes shall constitute a quorum, except as otherwise provided in the Declaration or these Bylaws. If, however, a quorum shall not be present or represented at any meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, and entitled to vote, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting and who are entitled to vote may continue to transact business until adjournment.

SECTION 5. Voting of Members. Each Member with voting power shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Such vote may be by a voice vote, but any qualified voter may demand a vote by ballot, each of which shall state the name of the Member voting, and the number of qualified votes by him.

SECTION 6. Voting for Appointment of Directors. Unless otherwise provided by law, at each appointment of directors, every Member entitled to vote at such appointment shall have the right to vote in person the total number of votes owned by him or her for each director's position to be filled on the Board of Directors. There shall be no cumulative voting privileges nor shall the Members be required to distribute their votes among any number of candidates on the cumulative voting principle.

SECTION 7. Consent of Absentees. No defect in the calling or noticing of a Members meeting will affect the validity of any action at the meeting if a quorum was present and if each Member not present in person signs a written waiver of notice, consenting to the calling of the meeting and such waiver consenting thereto is made a part of the minutes of the meeting.

SECTION 8. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE IV

BOARD OF DIRECTORS

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SECTION 1. General Powers. The management of all the affairs, business, and operation of the Association shall be vested in a Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute; the Declaration; or these Bylaws, directed to be exercised or done by the Members.

SECTION 2. Nomination. Nomination for appointment to the Board of Directors shall be made from the floor at the scheduled annual meeting for appointments.

SECTION 3. Number. Tenure and Qualifications. The number of directors of the Association shall be not less than three (3) persons who shall be appointed at the Annual meeting of the Members by a plurality vote for a term of two (2) years. The Members may appoint more than three (3) directors, but not more than seven (7), if they so choose. Each director shall hold office until his successor is appointed and qualified even though his tenure of office should thereby exceed two (2) years.

The number of directors of the Association and their respective terms of service may at any time be increased or decreased by vote of the majority of Members entitled to vote at any regular or special meeting of Members if the notice of such meeting contains a statement of the proposed increase or decrease. Provided, however, that the minimum number of directors shall be three (3) and their minimum term of service shall be two (2) years. In case of any such increase, such additional directors shall hold office - until their successors are duly appointed and qualified. It shall be a requirement of the office of director that such person be a Member of this Association.

SECTION 4. Appointment of Officers. The directors shall appoint at their first meeting after their appointment the following officers of the Association for a term of (2) years or until their successors are chosen even though their tenure of office would thereby exceed two (2) years. A President, a Secretary, and a Treasurer. The Board of Directors may appoint the following additional officers: One (1) Vice President and one (1) Assistant Secretary. Any office authorized hereunder with the exception of President, Secretary, and Treasurer may be held by the same person.

The Board of Directors may choose such additional Assistant Secretaries and Assistant Treasurers as in their judgment is in the best interest of the Association. The President must be a member of the Board of Directors and any other officers selected by the Directors must hold a position on the Board of Directors of the Association. The directors may appoint such other officers and agents as they deem necessary or advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined or assigned from time to time by the directors. The officers of the Association are to have specific control of the affairs, business, and operation of the Association subject only to the general control of the Board of Directors and such matters as are governed by law.

SECTION 5. Regular Meetings. The Board of Directors shall hold regular meetings at such place and at such times as may be designated by resolution of the Board of Directors, without notice other than such resolution.

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SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or in his absence, by a Vice President, or by any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered either personally or mailed to each director at his or her home address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage hereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8. Quorum. A majority of the number of directors fixed by Section 3 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors, regardless of the manner in which caused, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, unless otherwise provided by law. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until his successor is appointed and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by appointment at the annual general members meeting or at a special meeting of Members called for that specific purpose.

SECTION 10. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

SECTION 11. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have consented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or the Association immediately, and not more than five (5) days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. Standing or Temporary Committees. The Association shall continue, maintain and be responsible for the establishment and continuation of an

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architectural committee in the time and manner provided in the Declaration. The architectural committee shall consist of a minimum of three (3) Members. The committee shall otherwise be governed in accordance with the terms and conditions of these Bylaws, including, without limitation, the balance of the provisions of this Section 12. Additional standing or temporary committees may be appointed from its own number by the Board of Directors from time to time, and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An executive committee may be appointed by resolution, passed by a majority of the whole Board; it shall have the powers provided by statute, except as specifically limited by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose by the Secretary of the Association and shall report the same to the Board of Directors at its next meeting.

SECTION 13. Powers. The Board of Directors shall have the power to:

- A. Adopt and publish rules and regulations governing the use of the Common Area and to establish penalties for the infraction thereof;
- B. Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- C. Employ a manager and independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- D. Foreclose the lien against any Lot for which dues are delinquent by three months after due date or to bring an action at law against the Owner personally obligated to pay same.

SECTION 14. Other Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Declaration or by these Bylaws directed or required to be exercised or done by the Members.

SECTION 15. Informal Action by Directors. The Directors shall have the right to take any action in the absence of a meeting, which they could take in a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

SECTION 16. Duties. It shall be the duty of the Board of Directors to:

- A. Supervise all officers and agents of the Association and to see that his or her duties are properly performed;
- B. As more fully provided in the Declaration and Article V of these Bylaws, to:
 - 1) Fix the amount of the annual dues against each Lot at least thirty (30) days in advance of each annual dues. In no event, however, shall the amount of the annual dues be less than the minimum amount necessary to adequately maintain and support the Common Area.
 - 2) Send written notice of each dues to every Owner subject thereto at least thirty (30) days in advance of each annual dues;

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- 3) Shall appoint an architectural committee pursuant to the terms and conditions of the Declaration;
 - 4) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any dues has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states dues have been paid, such certificate shall be conclusive evidence of such payment;
 - 5) Procure and maintain adequate insurance to protect the Association and the Board of Directors from liability in the performance of their duties and from liability for the Association due to parties suing the Association; and
 - 6) Cause Common Area to be maintained.
- C. In addition to the annual dues authorized above, the Association may levy, in any dues year, a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of an improvement upon the Common Area, including fixtures and personal property related thereto, provided that any such assessment shall have the assent of two-thirds (2/3rds) of the votes of the Members who are voting in person at a meeting duly called for this purpose.
- D. Written notice of any meeting called for the purpose of fixing or levying special assessments only as defined herein (specifically excluding any annual dues) shall be sent to all Members not less than thirty (30) days and no more than sixty (60) days in advance of the meeting. At the first such meeting called, the presence of Members entitled to cast at least sixty percent (60%) of the votes shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half ($\frac{1}{2}$) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE V

DUES

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual dues. The dues levied by the Association shall be used exclusively to support the maintenance of common areas, provide for subdivision beautification, provide for enforcement of the covenants, provide for operation of the Association including insurance to protect the Association and the Board of Directors from liability in the performance of their duties, and provide protection from liability for the Association due to parties suing the Association. No Owner may waive or otherwise escape liability for the dues provided for herein by nonuse of the Common Area or abandonment of his or her Lot.

Annual dues must be affixed at a uniform rate for all Lots and may be collected on an annual basis as stated in the Second Amendment to Declaration of covenants,

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conditions, Restrictions, Equitable Servitudes, Grants and Easements of the Georgetown Subdivision.

ARTICLE VI *COMMITTEES*

The Association shall appoint an architectural committee, at the time and in the manner specified in the Declaration and these Bylaws, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose and consistent with Section 12 of Article IV of these Bylaws.

ARTICLE VII *OFFICERS*

SECTION 1. Officers of the Association. The officers of the Association shall be those designated in Section 4 of Article IV above. The appointment and term of office of such officers shall be as provided in said Section 4 of Article IV above. If the appointment of officers shall not be held at the first meeting of directors after the Annual meeting of Members, such appointment shall be held as soon thereafter as conveniently may be. Each officer appointed shall hold office until his successor shall have been duly appointed and shall have qualified or until his death, resignation or removal in the manner hereinafter provided.

SECTION 2. Removal. Any officer or agent appointed by the Board of Directors may be removed by the affirmative vote of two-thirds (2/3rds) of all Members of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors at any regular or special meeting for the unexpired portion of the term and until a successor shall have been duly appointed and qualified.

SECTION 4. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all the affairs, business, and operation of the Association. He or she shall, when present, preside at all meetings of the Members and of the Board of Directors. He or she may sign, with the Secretary, or any other proper officer of the Association thereunto authorized by the Board of Directors or by law, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other office or agent of the Association. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex-officio member of standing committees and shall be responsible for carrying into effect all orders and resolutions of the Board of Directors and Members as required or as good business dictates.

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SECTION 5. Vice President. The Vice President, in the order designated by the Board of Directors, shall exercise the functions of the President during the absence or disability of the President of the Board of Directors. The Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the President or by the Board of Directors.

SECTION 6. Secretary. The Secretary shall:

- (a) Keep the minutes of the Members and of the Board of Directors meetings in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the Association records, the execution of which on behalf of the Association, is duly authorized;
- (d) Keep a register or directory of the post office address of each Member, which shall be furnished to the Secretary by such Member;
- (e) In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all monies, bonds, and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of these Bylaws.
- (b) Disburse all funds of the Association in payment of the just demands against the Association, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, from time to time, as may be required of him, an account of all his transactions as Treasurer and of the financial condition of the Association.
- (c) Keep a minimum balance of twenty-five hundred dollars (\$2,500) in the Association checking account.
- (d) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Assistant Secretary. The Assistant Secretary in the order of his or her seniority shall in the absence or disability of the Secretary, or in the event of his or her inability or refusal to act, perform the duties of the Secretary and exercise all powers conferred on such Secretary when so acting and be subject to all the restrictions upon the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned to them, or any of them, by the Secretary or by the Board of Directors.

SECTION 9. Compensation of Officers. No officer shall receive compensation for any service he or she may render the Association. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

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SECTION 10. Reports of Officers. All officers shall render reports of the business transacted by them during the fiscal year last concluded at the Annual Members meeting and at any directors meeting. Such reports may be orally given unless the Board of Directors instructs the officers to render written detailed reports of such business transacted.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association, and in such manner as from time to time may be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX

BOOKS AND RECORDS

SECTION 1. Maintenance of Books and Records. All books, accounts and records of the Association unless otherwise required by law or authorized by the Board of Directors shall be kept by the Secretary of the Association and shall be made available to the directors and Members of the Association at any reasonable time or times. Copies may be purchased at a reasonable cost.

SECTION 2. Annual Members Report. No annual report to Members is required.

ARTICLE X

NOTICES

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SECTION 1. Form and Manner of Notice. Whenever the provisions of any statute of the State of Illinois or these Bylaws require notice be given to any director; officer; or Member, the provisions shall not be constructed to mean personal notice. Such notice may be given in writing by depositing the same in any post office of the United States Post Office Department in a postpaid, sealed wrapper, addressed to such director, officer, or Member at his or her home address as the same appears in the books of the Association unless otherwise provided by these Bylaws, and the time when the same shall be mailed shall be deemed to be the time of giving of such notice.

SECTION 2. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any director, officer, or Member of the Association under the provisions of these Bylaws, if the notice is signed by the person or persons entitled to such notice, whether before or after the time stated therein, this shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENT TO BYLAWS

SECTION 1. Amendment by Board of Directors. These bylaws may be altered, amended, or repealed, and new and other Bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that Purpose, by the affirmative vote of a majority of the Directors in office.

ARTICLE XII

DISTRIBUTIONS

SECTION 1. Distributions. The Board of Directors of the Association may authorize, and the Board may make, distributions if its money, property or other assets, other than upon dissolution and final liquidation, subject to the limitations of these Bylaws: only:

- (a) To any person or organization who or that has made payments on behalf of the association for goods or services, as a fractional repayment of such payments, provided all such persons or organizations in any category are repaid on an equal pro rata basis: or
- (b) To any person or organization as a repayment of his or her contribution of an amount not to exceed the amount of the contribution, provided that any assets held for any charitable, religious, benevolent, educational or similar purpose or held upon a condition requiring return, shall continue to be so restricted.

SECTION 2. Payment in Furtherance of Purposes. Any payment or transfer of money, property or other assets in furtherance of any of the purposes of the association shall not be deemed a distribution for the purposes of this Article X and this Article X shall not be construed as limiting the purposes and powers of the Corporation.

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SECTION 3. Determination of Distributions. All distributions by the association permitted by this Article X shall be at the option of the Board only and at such amount or amounts, within the period or periods, and on such terms and conditions, not consistent with the purpose of the association and statute, as are fixed the the Board of Directors of the Association.

SECTION 4. Limitations on distributions. No distribution may be made if, after giving it, its effect would be such that:

- (a) The association would be insolvent: or
- (b) The net assets of the association would be less than zero: or
- (c) The association would be rendered unable to carry on it corporate purpose.